



1-157A003

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606-3998
312-621-6200
FAX 312-621-6646

LAW DEPARTMENT

May 31, 1991

13019c
JUN 6 1991 -9 55 AM

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

INTERSTATE COMMERCE COMMISSION

RE: General American Transportation Corporation
Equipment Trust Series 77

Gentlemen:

Enclosed are three signed copies of a Supplemental Agreement dated as of May 1, 1991, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$15.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on March 30, 1981, under Recordation No. 13019-C

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Manufacturers Hanover Trust Company
450 West 33rd Street
New York, NY 10001
Attention: Mr. William Dodge

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: T. G. Heidkamp

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

Handwritten note: 1/2 removed by MG A. O. 1/2

Interstate Commerce Commission
Washington, D.C. 20423

6/6/91

OFFICE OF THE SECRETARY

Janice M. Alonso

Assistant Secretary

GATX Corporation

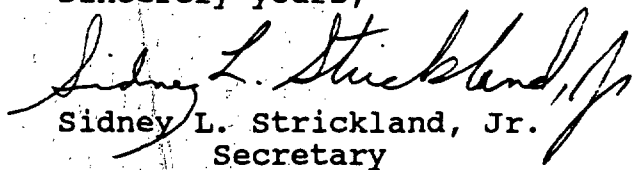
120 South Riverside Plaza

Chicago, Illinois 60606

Dear
Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act, 49
U.S.C. 11303, on 6/6/01 at 9:55am, and assigned
recording number(s). 13019-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 77

RECORDED 130190 FILED 1425

JUN 6 1991 -9 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1991

TO EQUIPMENT TRUST AGREEMENT DATED AS OF MARCH 15, 1981

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 1, 1991 by and between Manufacturers Hanover Trust Company, as Trustee, and General American Transportation Corporation, a New York corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of March 15, 1981 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 77, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 30, 1981, Recordation No. 13019; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

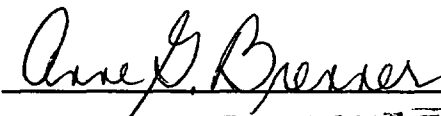
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 1, 1991.

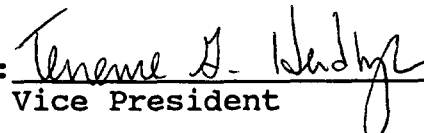
MANUFACTURERS HANOVER TRUST COMPANY,
TRUSTEE

By:  _____

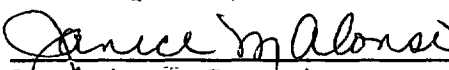
ATTEST:


Trust Officer

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By:  _____
Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)

) SS.:

COUNTY OF ~~New York~~)

On this 20 day of May, before me personally appeared W.B. Dodge, to me personally known, who, being by me duly sworn, says that he is Vice President of Manufacturers Hanover Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ALICIA CASTELLE
Notary Public, State of New York
No. 4965185
Qualified in Nassau County
Certificate filed in New York County
Commission Expires April 16, 1992

Alicia Castelle
Notary Public

* * * * *

STATE OF ILLINOIS)

) SS.:

COUNTY OF COOK)

On May 1, 1991, before me personally appeared T. G. Heidkamp, to me personally known, who, being by me duly sworn, said that he is Vice President of General American Transportation Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Jill Faust
Notary Public

" OFFICIAL SEAL "
DOROTHY JILL FAUST
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/10/93

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 77
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-1	12,500	GATX 90547.	\$39,315.00	\$41,671.00	\$ 41,671.00	11-1979	11-1979
1 Tank Car	DOT 111A100-W-1	20,000	GATX 15992.	36,267.00	38,440.00	38,440.00	5-1979	5-1979
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 23170, 23180.	44,080.00	46,722.00	93,444.00	11-1979	11-1979
1 Tank Car	DOT 111A100-W-1	26,000	GATX 11388.	38,947.00	41,281.00	41,281.00	4-1979	4-1979
3 Tank Cars	DOT 111A100-W-1	26,000	GATX 15410, 15414, 15417.	39,928.00	42,321.00	126,963.00	11-1979	11-1979
1 Tank Car	DOT 111A100-W-1	30,000	GATX 23157.	40,493.00	42,920.00	42,920.00	11-1979	11-1979
1 Tank Car	DOT 111A60-W-1	20,000	GATX 14799.	40,969.00	43,424.00	43,424.00	5-1979	5-1979
1 Tank Car	DOT 111A60-W-1	22,000	GATX 15311.	40,541.00	42,971.00	42,971.00	5-1979	5-1979
2 Tank Cars	DOT 111A60-W-1	22,000	GATX 15327, 15330.	40,541.00	42,971.00	85,942.00	6-1979	6-1979
2 Tank Cars	DOT 111A60-W-1	22,000	GATX 15636, 15638.	41,160.00	43,627.00	87,254.00	9-1979	9-1979
1 Tank Car	DOT 111A60-W-1	22,000	GATX 15436.	43,584.00	41,991.00	41,991.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-1	16,000	DMWX 6372.	40,479.00	42,905.00	42,905.00	7-1979	7-1979
17						\$729,206.00		

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 77
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
12 Tank Cars	DOT 111A100-W-1	18,000	GATX 58128-58132, 58136-58141, 58143.	\$46,703.00	\$47,011.00	\$564,132.00	11-1980	11-1980
3 Tank Cars	DOT 111A60-W-1	10,000	GATX 18861, 18862, 18864.	39,201.00	39,459.00	118,377.00	12-1980	12-1980
1 Tank Car	DOT 111A100-W-1	12,500	GATX 31836.	47,123.00	47,434.00	47,434.00	12-1980	12-1980
16						\$729,943.00		